

RECORDATION NO. 26098-B FILED

JAN 03 '06

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 3, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (RT-2005-FT), dated as of December 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: RT Statutory Trust RT-2005-FT  
c/o U.S. Bank National Association  
633 West Fifth Street  
24th Floor  
Los Angeles, California 90071

Lessee: Sacramento Regional Transit District  
1400 29th Street  
Sacramento, California 95812-2110

Mr. Vernon A. Williams  
January 3, 2006  
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A description of the railroad equipment covered by the enclosed document is:

8 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 202 - 209.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (RT-2005-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT (RT-2005-FT)**

Memorandum of Lease Agreement (RT-2005-FT), made and entered into on December 30, 2005 by and between **RT STATUTORY TRUST RT-2005-FT**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services (the "**Lessor**"), and **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29<sup>th</sup> Street, Sacramento, CA 95816 (the "**Lessee**").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (RT-2005-FT), dated as of December 30, 2005, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing running numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (RT-2005-FT).

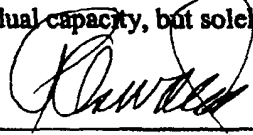
Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Agreement (RT-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

**RT STATUTORY TRUST RT-2005-FT**

By U.S. Bank National Association, not in its individual capacity, but solely as Trustee

By: 

Name:

Title:

**Paula Oswald  
Vice President**

STATE OF CALIFORNIA )

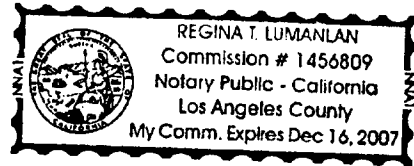
) SS.

COUNTY OF LOS ANGELES )

On December 16, 2005, before me, Regina T. Lumanlan the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies), and that by her signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Regina J. Lumanlan  
My commission expires on December 16, 2007



LESSEE:

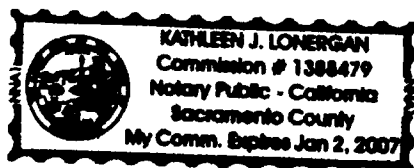
**SACRAMENTO REGIONAL TRANSIT  
DISTRICT**

By: Beverly A. Scott  
Beverly A. Scott, Ph.D.  
General Manager/CEO

**ACKNOWLEDGEMENT**

STATE OF CALIFORNIA     )  
  ) ss.  
COUNTY OF SACRAMENTO )

On December 19, 2005, before me, Kathleen J. Loneragan, personally came Beverly A. Scott, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

Kathleen J. Loneragan  
Notary Public

My commission expires on January 2, 2007

**EXHIBIT A**

**DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**

Item of Equipment	Running No.
CAF-200	202
CAF-200	203
CAF-200	204
CAF-200	205
CAF-200	206
CAF-200	207
CAF-200	208
CAF-200	209

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/3/04



\_\_\_\_\_  
Robert W. Alvord